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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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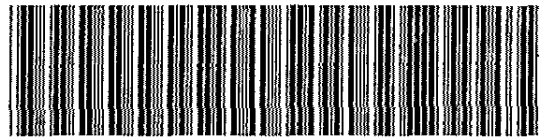
(Business Entity Name)

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WOODWARD, PIRES & LOMBARDO, P.A.  
Attorneys - At - Law

September 7, 2004

CRAIG R. WOODWARD ●  
MARK J. WOODWARD  
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OF COUNSEL

● (Board Certified Real Estate Attorney)  
■ (Board Certified City, County and Local Government Attorney)  
▲ (Certified Circuit Civil Mediator)  
▲ (Certified Family Law Mediator)  
▲ (Also Admitted in Iowa)

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Organization for Nautilus Fund, L.L.C.

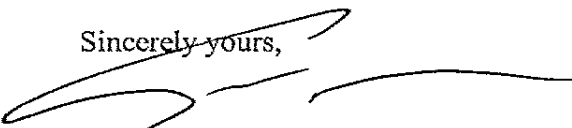
Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Organization and a check for:

Filing Fee and Registered Agent Designation	\$125.00
Certified Copy	\$ 30.00
Certificate of Status	\$ 5.00
Total:	\$160.00

Should you have any questions, please feel free to contact me at (239) 394-5161.

Sincerely yours,

  
Craig R. Woodward

CRW:tl  
Enclosures

606 Bald Eagle Drive  
Suite 500  
P.O. Box One  
Marco Island, FL 34146  
TEL (239) 394-5161  
FAX (239) 642-6402

www.wpl-legal.com

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**ARTICLES OF ORGANIZATION  
OF  
NAUTILUS FUND, L.L.C.**

In order to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act, Ch. 608 (the "Act"), we the undersigned hereby execute these Articles of Organization in accordance with the provisions of Section 608.407 of the Act and state that the statements set forth below as to the certain terms of the Limited Liability Company set forth herein are true and correct.

**I. NAME**

The name of the limited liability company is Nautilus Fund, L.L.C.

**II. NATURE OF BUSINESS**

The limited liability company shall be for the purpose of owning, acquiring, subdividing, operating, developing, leasing, selling and managing real property located in Collier County, Florida, as well as all other purposes allowed by law. The company shall have all the powers outlined in F.S. 608.404 which may be necessary to effect the purposes set forth in these Articles.

**III. BUSINESS ADDRESS**

3.1 The mailing address of the Company is 50 Kaya Lane, Mansfield Center, Connecticut 06250.

**IV. DURATION**

4.1 The duration of the limited liability company shall be deemed to have commenced as of the date of filing with the Department of State, and shall continue and be perpetual.

4.2 The duration of the Limited Liability Company shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or other termination of a member's membership in the absence of unanimous consent of the members.

**V. ADDRESS**

The initial address of the principal office of this limited liability company in the State of Florida is 848 Collier Court, Unit 304, Marco Island, Florida 34145.

The managers may, from time to time, move the principal office to any other address in the State of Florida.

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8.2 Losses. All losses that occur in the operation of the limited liability company's business shall be paid out of the capital of the limited liability company and the profits of the business of the company to the extent possible.

**IX. BOOKS AND RECORDS**

9.1 The managers shall maintain full and accurate books of the company at the company's place of business, showing all receipts, expenses, assets, liabilities, profits and losses of the company and all other records necessary for the recording of the company's business and affairs.

9.2 The managers shall deliver to all members quarterly interim financial information which shall be reviewed but not audited.

**X. REGISTERED AGENT**

Craig R. Woodward whose address for service of process is 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145 shall be the registered agent for the limited liability company.

**XI. AMENDMENTS**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the managers, proposed by them to the members, and approved at a members meeting by a unanimous vote thereon, unless all the members and all the managers sign a written statement manifesting their intentions that a certain amendment of these Articles of Organization be made.

*Michael C. Rice*  
Michael C. Rice, Organizer

STATE OF Connecticut  
COUNTY OF Windham

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **Michael C. Rice**, to me known to be the persons described in the foregoing instrument and who acknowledged before me that they executed the same

WITNESS my hand and official seal in the State and County last aforesaid this September day of September, 2004.

*Carol A. Bellman*  
Notary Public Signature

Carol A. Bellman  
Notary Public Printed Signature

My Commission Expires : 7/31/09

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Notary Rubber Stamp Seal

**ACKNOWLEDGMENT BY REGISTERED AGENT**

Having been named to accept Service of Process for the above-stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



**Craig R. Woodward**

**This Instrument Was Prepared By:  
Craig R. Woodward, Esquire  
Florida Bar Number: 0309389  
Woodward, Pires & Lombardo, P.A.  
606 Bald Eagle Drive, Suite 500  
Post Office Box One  
Marco Island, Florida 34146  
Telephone Number: (239) 394-5161**

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